

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number:

3235-0076

Expires: April 30, 2008

Estimated average burden hours per response......16.00



Name of Offering ( check if this is an amendment and name has changed, and indicate change.) FrontPoint Offshore Credit Fund, L.P. ☐ Rule 504 Filing Under (Check box(es) that apply): ☐ Rule 505 □ Rule 506 Section 4(6) □ ULOE Type of Filing: ☐ New Filing A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer ( check if this is an amendment and name has changed, and indicate change ) FrontPoint Offshore Credit Fund, L.P. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Brief Description of Business Type of Business Organization corporation ☐ limited partnership, already formed other (please specify): business trust ☐ limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: ☐ Actual ☐ Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State) CN for Canada; FN for other foreign jurisdiction)

#### **GENERAL INSTRUCTIONS**

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

h

#### Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director □ General and/or Managing Partner Full Name (Last name first, if individual) FrontPoint Credit Fund GP, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: ☑ Promoter ☐ Beneficial Owner Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) FrontPoint Partners LLC Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Ghaffari, Paul Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: □ Promoter Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Lev, Arthur Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter ☐ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Caffray, William G. Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Waters, Daniel Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 ☐ Beneficial Owner Check Box(es) that Apply: ☐ Promoter Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) McKinney, T.A. Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Garcia, Julio Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830

A. BASIC IDENTIFICATION DATA

	17.5	A. BASIC IDENTIF	ICATION DATA	40000	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	f individual)		·- <u>-</u>		
Pace, Joanne					
Business or Residence Addre	ess (Number and Stre	et, City, State, Zip Code)			
Two Greenwich Plaza, Green	nwich, CT 06830				
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, it	f individual)			<del></del>	in Till
XL Re Ltd					
Business or Residence Addr	ess (Number and Stre	et, City, State, Zip Code)			
XL House, One Bermuda Ro	ad Hamilton HM 11, B	ermuda			

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Tuno of Consults		Aggregate	Amount
Type of Security		Offering Price	Aiready Sold
		\$	\$ \$
· •	☐ Preferred	<u> </u>	<u> </u>
Common	<del></del>	¢	¢
· · · · · · · · · · · · · · · · · · ·	ants)	\$102,520,000	\$ \$102,520,000
,			\$
	).	\$ 20,000	<del></del>
	duna 2. KElian unda III OF	\$102,520,000	\$102,520,000
Answer also in Appendix, Co	olumn 3, it tiling under OLOE.		
securities in this offering and the aggregofferings under Rule 504, indicate the num	on-accredited investors who have purchased gate dollar amounts of their purchases. For other of persons who have purchased securities urchases on the total lines. Enter "0" if answer is		A
		Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors		5	\$102,520,000
Non-accredited Investors		0	\$
	only)		\$
•	**		
securities sold by the issuer, to date, in off months prior to the first sale of securities in	olumn 4, if filing under OLOE.  14 or 505, enter the information requested for all ferings of the types indicated, in the twelve (12) this offering. Classify securities by type listed in		
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off	04 or 505, enter the information requested for all ferings of the types indicated, in the twelve (12)	Type of	Dollar Amount
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering	14 or 505, enter the information requested for all ferings of the types indicated, in the twelve (12) this offering. Classify securities by type listed in	Security	Sold
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering	04 or 505, enter the information requested for all ferings of the types indicated, in the twelve (12)	Security	Sold \$
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering Rule 505	14 or 505, enter the information requested for all ferings of the types indicated, in the twelve (12) this offering. Classify securities by type listed in	Security	Sold
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering Rule 505	04 or 505, enter the information requested for all ferings of the types indicated, in the twelve (12) this offering. Classify securities by type listed in	Security	Sold \$
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in of months prior to the first sale of securities in Part C – Question 1.  Type of offering Rule 505  Regulation A.  Rule 504	14 or 505, enter the information requested for all ferings of the types indicated, in the twelve (12) this offering. Classify securities by type listed in	Security	Sold \$
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  a. Furnish a statement of all expenses in the securities in this offering. Exclude and the issuer. The information may be given a	04 or 505, enter the information requested for all ferings of the types indicated, in the twelve (12) this offering. Classify securities by type listed in	Security	\$   Sold   \$   \$   \$   \$   \$   \$   \$   \$   \$
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in the securities in this offering. Exclude amonth is suer. The information may be given a of an expenditure is not known, furnish a estimate.	of the types indicated, in the twelve (12) this offering. Classify securities by type listed in a connection with the issuance and distribution of counts relating solely to organization expenses of as subject to future contingencies. If the amount	Security	\$ \$ \$ \$ \$ \$
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  a. Furnish a statement of all expenses in the securities in this offering. Exclude and the issuer. The information may be given a of an expenditure is not known, furnish all estimate.  Transfer Agent's Fees	of the types indicated, in the twelve (12) this offering. Classify securities by type listed in a connection with the issuance and distribution of counts relating solely to organization expenses of as subject to future contingencies. If the amount in estimate and check the box to the left of the	Security	\$   Sold   \$   \$   \$   \$   \$   \$   \$   \$   \$
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering Rule 505  Regulation A  Rule 504  Total  a. Furnish a statement of all expenses in the securities in this offering. Exclude among the issuer. The information may be given a of an expenditure is not known, furnish an estimate.  Transfer Agent's Fees  Printing and Engraving Costs	of the types indicated, in the twelve (12) this offering. Classify securities by type listed in a connection with the issuance and distribution of counts relating solely to organization expenses of as subject to future contingencies. If the amount in estimate and check the box to the left of the	Security	\$   Sold   \$   \$   \$   \$   \$   \$   \$   \$   \$
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  a. Furnish a statement of all expenses in the securities in this offering. Exclude and the issuer. The information may be given a of an expenditure is not known, furnish at estimate.  Transfer Agent's Fees Printing and Engraving Costs	of the types indicated, in the twelve (12) this offering. Classify securities by type listed in a connection with the issuance and distribution of counts relating solely to organization expenses of as subject to future contingencies. If the amount in estimate and check the box to the left of the	Security	\$ \$ \$ \$ \$ \$ \$
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  a. Furnish a statement of all expenses in the securities in this offering. Exclude amount the issuer. The information may be given a of an expenditure is not known, furnish an estimate.  Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees	of the types indicated, in the twelve (12) this offering. Classify securities by type listed in a connection with the issuance and distribution of counts relating solely to organization expenses of as subject to future contingencies. If the amount in estimate and check the box to the left of the	Security	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  a. Furnish a statement of all expenses in the securities in this offering. Exclude and the issuer. The information may be given a of an expenditure is not known, furnish a estimate.  Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees	of the types indicated, in the twelve (12) this offering. Classify securities by type listed in a connection with the issuance and distribution of counts relating solely to organization expenses of as subject to future contingencies. If the amount in estimate and check the box to the left of the	Security	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
If this filing is for an offering under Rule 50 securities sold by the issuer, to date, in off months prior to the first sale of securities in Part C – Question 1.  Type of offering Rule 505 Regulation A Rule 504 Total  a. Furnish a statement of all expenses in the securities in this offering. Exclude and the issuer. The information may be given a of an expenditure is not known, furnish a estimate.  Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' for	of the types indicated, in the twelve (12) this offering. Classify securities by type listed in a connection with the issuance and distribution of counts relating solely to organization expenses of as subject to future contingencies. If the amount in estimate and check the box to the left of the	Security	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$

SEC 1972 (5/05) (NY) 08353/027/FORM.D/FCFOLP.amendment.10.05.doc

Ņ

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$102,520,000 Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known. furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors Payments To & Affiliates Others Salaries and fees...... Purchase of real estate..... П Purchase, rental or leasing and installation of machinery and equipment..... \$ \$ Construction or leasing of plant buildings and facilities..... Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness \$ \$ Working capital ..... Investments in credit and credit-related securities \$ \$102,520,000  $\boxtimes$ Other (specify): Column Totals .....  $\boxtimes$ \$102,520,000 \$102,520,000 Total Payments Listed (column totals added)..... D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date FrontPoint Offshore Credit Fund, L.P. November 11, 2005 Name of Signer (Print or Type) Title of Signer (Print or Type) Senior Vice President of FrontPoint Credit Fund GP, LLC, general partner of the Issuer Arthur Lev

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)